

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

<hr style="border-top: 1px dashed black;"/> <b>JERICHO GROUP, LTD.,</b>  <b>Plaintiff,</b>  <b>- against -</b>  <b>MIDTOWN DEVELOPMENT, L.P., EDWARD IMPERATORE and MAURICE STONE,</b>  <b>Defendants.</b>	<b>X</b>  <b>:</b> <b>:</b> <b>:</b> <b>:</b> <b>No. 07-CV-1792 (RCC) (DCF)</b> <b>:</b> <b>ECF CASE</b>  <b>:</b> <b>:</b> <b>:</b> <b>X</b>
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**NOTICE OF REMOVAL**

Defendants Midtown Development, L.P. (“Midtown”), Edward Imperatore, and Maurice Stone hereby file this Notice of Removal of the above-captioned action and state the grounds for removal as follows:

1. On February 22, 2007, plaintiff, Jericho Group, Ltd., filed a Summons and Verified Complaint against Defendants in the Supreme Court of the State of New York, New York County (the “State Court Action”). A copy of the Summons and Verified Complaint filed in the State Court Action is attached hereto as Exhibit A.
2. On February 26, 2007, Plaintiff served Defendants with a copy of the Summons and Verified Complaint. This Notice of Removal is being filed on March 1, 2007, within thirty days after the receipt by the Defendants of a copy of the initial pleading in the State Court Action. No other process, pleadings, or other orders have been served upon Defendants in connection with the State Court Action.

3. The State Court Action is removable to this Court because the Court has original jurisdiction over the State Court Action. The State Court Action is between citizens of different states and the matter in controversy in it exceeds the sum of \$75,000, exclusive of interest and costs. *See 28 U.S.C. § 1332(a).*

4. Plaintiff, Jericho Group, Ltd., is incorporated in the State of New York and has its principal place of business at 519 Flushing Avenue, Brooklyn, New York. *See Verified Complaint in the State Court Action ¶ 1.*

5. Defendant Midtown Development, L.P. is a limited partnership organized under the laws of the State of New York. The citizenship of a partnership is determined by the citizenship of all of its partners, not by the state under whose laws it is organized or the location of its place of business or property. *See Carden v. Arkoma Assocs.*, 494 U.S. 185 (1990).

6. Midtown's only general partners are Arthur E. Imperatore and Edward W. Ross. Midtown's only limited partner is Consolidated Rail Corporation, as successor in interest to CRC Properties, Inc.

7. Arthur E. Imperatore is a citizen of the State of New Jersey.

8. Edward W. Ross is a citizen of the State of Illinois.

9. Consolidated Rail Corporation is a Pennsylvania corporation with its principal place of business in Philadelphia, Pennsylvania.

10. Defendant Edward Imperatore is a citizen of the State of New Jersey

11. Defendant Maurice Stone is a citizen of the State of New Jersey.

12. The amount in controversy in the above-captioned action exceeds the sum of \$75,000, exclusive of interests and costs. Plaintiff seeks damages of "not less than \$100,000,000." *See Verified Complaint in the State Court Action ¶ 162.* Plaintiff also seeks

specific performance of a contract for the sale of real property that is valued at more than \$75,000, exclusive of interest and costs. *See id.* ¶¶ 4-5, 8, 162.

13. All Defendants join in this Notice of Removal.

14. The United States District Court for the Southern District of New York embraces the place where the State Court Action is pending.

15. Promptly after the filing of this Notice of Removal, Defendants shall provide notice of its filing to Plaintiff and shall file a copy of such notice with the Clerk of the Court of the Supreme Court of the State of New York, as required by 28 U.S.C. § 1446(d).

Dated: New York, New York  
March 1, 2007

Respectfully submitted,

JONES DAY  
222 East 41<sup>st</sup> Street  
New York, New York 10017  
Telephone: (212) 326-3939

By: / s / Todd R. Geremia  
Fredrick E. Sherman (FS 5442)  
Todd R. Geremia (TG 4454)

—and—

PHILLIPS NIZER LLP  
Alfred D. Lerner (AL 5927)  
George Berger (GB 8924)  
666 Fifth Avenue  
New York, New York 10103-0084  
Telephone: (212) 977-9700

Attorneys for Defendants,  
Midtown Development, L.P., Edward  
Imperatore, and Maurice Stone

**CERTIFICATE OF SERVICE**

I certify that on March 1, 2007, I caused the foregoing NOTICE OF REMOVAL to be served by First Class U.S. mail to the following counsel for plaintiff:

Herbert Rubin  
HERZFELD & RUBIN, P.C.  
40 Wall Street  
New York, New York 10005

*Attorneys for Plaintiff,  
Jericho Group, Ltd.*

Dated: New York, New York  
March 1, 2007

/ s / Todd R. Geremia

Todd R. Geremia